APPENDIX B

VALUATION ANALYSES

of

CONSOLIDATED DEBTORS

DELTA DEBTORS

and

COMAIR DEBTORS

Valuation Analyses[1]

OVERVIEW

The Debtors have been advised by The Blackstone Group ("Blackstone") with respect to the valuation of the Reorganized Debtors in connection with the Plan and Disclosure Statement. Blackstone has prepared valuation analyses ("Valuation Analyses") of (1) the consolidated Reorganized Debtors ("Consolidated Debtors Valuation Analysis"), (2) the consolidated reorganized Delta Debtors ("Delta Debtors Valuation Analysis"), and (3) the consolidated reorganized Comair Debtors ("Comair Debtors Valuation Analysis"), for the purpose of estimating value available for distribution to Creditors pursuant to the Plan and to analyze the relative recoveries to Creditors thereunder. As described below, these Valuation Analyses will serve as the basis for allocation of Plan Shares into the Delta Allocation and the Comair Allocation (which in turn are used to derive the Delta Unsecured Allocation and the Comair Unsecured Allocation). The Valuation Analyses have also been undertaken for the purpose of evaluating whether the Plan meets the so-called "best interests test" under section 1129(a)(7) of the Bankruptcy Code.

These Valuation Analyses should be read in conjunction with the Plan and the Disclosure Statement.

Blackstone developed a valuation for the consolidated Reorganized Debtors (the "Consolidated Valuation") based on the financial projections for the consolidated Reorganized Debtors provided in Appendix D of the Disclosure Statement ("Consolidated Financial Projections"). For purposes of Comair Debtors Valuation Analysis, Blackstone developed a valuation for the consolidated reorganized Comair Debtors (the "Comair Valuation") based on the financial projections for the consolidated Comair Debtors provided in Appendix D of the Disclosure Statement ("Comair Financial Projections" and together with the Consolidated Financial Projections, the "Financial Projections"). For purposes of the Delta Debtors Valuation Analysis, Blackstone developed a valuation for the consolidated reorganized Delta Debtors (the "Delta Valuation") by subtracting the results of the Comair Valuation from the results of the Consolidated Valuation.

Based on the Financial Projections, the adjusted enterprise value (the "Adjusted Enterprise Value")[2] of the consolidated Reorganized Debtors is estimated to range from approximately $18,200 million to $20,800 million. The Adjusted Enterprise Value of the Comair Debtors is estimated to range from approximately $1,570 million to $1,800 million and of the Delta Debtors is estimated to range from approximately $16,600 million to $19,000 million. These valuation ranges assume an Effective Date of April 30, 2007 and reflect the going concern value of the Reorganized Debtors after giving effect to the implementation of the Plan.[3]

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[1] Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Disclosure Statement to which this Appendix is attached.

[2] Adjusted Enterprise Value includes an estimated value for capitalized operating leases.

[3] The Financial Projections from which these Valuation Analyses are derived do not reflect the impact of any "fresh start" reporting in accordance with the American Institute of Certified Public Accountant's Statement of Position 90-7. Blackstone and Debtors' management believe that the impact of "fresh start" reporting, when reflected, will not have a material effect on these analyses.

Table 1 below describes the calculation of estimated equity value available for distribution to unsecured Creditors. The equity value available to unsecured Creditors on a consolidated basis (the "Consolidated Equity Value") is estimated to range from approximately $9,400 million to $12,000 million. The equity value available to unsecured Creditors of the Comair Debtors (the "Comair Equity Value") is estimated to range from approximately $610 million to $840 million and the equity value available to unsecured Creditors of the Delta Debtors (the "Delta Equity Value") is estimated to range from approximately $8,800 million to $11,100 million.

Table 1

	Consolidated Debtors		Delta Debtors		Comair Debtors	
	Low	High	Low	High	Low	High
Adjusted Enterprise Value	**$18,174**	**$20,773**	**$16,605**	**$18,974**	**$1,570**	**$1,800**
Plus: Total Cash[1]	2,423	2,423	2,245	2,245	177	177
Adjusted Distributable Value	$20,597	$23,196	$18,850	$21,219	$1,747	$1,977
Less: Capitalized Operating Leases (7.0x)	(2,097)	(2,097)	(1,172)	(1,172)	(924)	(924)
Distributable Value	$18,500	$21,099	$17,678	$20,047	$823	$1,053
Intercompany Secured Loan[2]	$0	$0	($145)	($145)	$145	$145
Intercompany Post-petition Loan[3]	0	0	(4)	(4)	4	4
Intercompany Administrative Claims[4]	0	0	64	64	(64)	(64)
Intercompany Allocation for PBGC Recovery[5]	0	0	176	176	(176)	(176)
Net Intercompany Adjustments	$0	$0	$91	$91	($91)	($91)
Third Party Distributions[6]	($9,119)	($9,119)	($8,605)	($8,605)	($515)	($515)
Equity Value Before Intercompany Unsecured Distribution	$9,381	$11,980	$9,164	$11,533	$217	$447
Intercompany Unsecured Distribution[7]	0	0	(395)	(395)	395	395
Equity Value Available to Unsecured Creditors	$9,381	$11,980	$8,769	$11,138	$612	$842
Estimated Equity Value Available to Unsecured Creditors[8]	**$9,400**	**$12,000**	**$8,800**	**$11,100**	**$610**	**$840**

(1) Estimated cash before payment of any claims.

(2) Represents the collateralized portion of a $171 million pre-petition secured loan to Delta, held by Comair following the restructuring of certain transactions with Bombardier.

(3) Reflects a $2 million post-petition loan made by Delta AirElite to Delta and a $2 million post-petition loan made by Delta Connection Academy to Delta.

(4) Includes professional fees and debtor-in-possession financing fees and interest payments estimated through April 30, 2007 allocated to the Comair Debtors based upon the Comair Allocation Percent described in Table 2.

(5) See Tables 2 and 3 and related text.

(6) Includes payments to third parties on the Effective Date for priority, administrative and secured claims. Third party distributions for the Consolidated Debtors and Delta Debtors include the New Delta PBGC Notes and the ALPA Notes.

(7) Reflects the midpoint of the Delta Debtors' recovery percentage (70%, see "Recoveries" below) multiplied by $564 million, the Comair Debtors' pre-petition unsecured intercompany claims against the Delta Debtors. These $564 million of pre-petition unsecured intercompany claims consist of (i) a $517 million loan made by Comair to Delta; (ii) a $21 million loan made by Delta Connection Academy to Delta and (iii) the unsecured deficiency claim portion ($26 million) of the $171 million loan described in Note 2 above.

(8) Rounded values based upon calculated amounts.

In order to derive the Delta Equity Value and the Comair Equity Value, administrative, priority, secured and intercompany claims directly attributable to a Debtor were assigned to such Debtor. Shared administrative, priority, secured and intercompany claims (such as professional fees and debtor-in-possession financing fees and interest payments estimated through April 30, 2007), as well as the pro forma PBGC recovery, were allocated between the Delta Debtors and the Comair Debtors based on a calculation of an allocation percentage for the Comair Debtors (the "Comair Allocation Percent") determined by the Debtors to equitably allocate such claims. Table 2 describes the calculation of the Comair Allocation Percent.

Table 2

($ in millions)

	Consolidated Debtors		Comair Debtors	
	Low	High	Low	High
Adjusted Enterprise Value	$18,174	$20,773	$1,570	$1,800
Plus: Total Cash	2,423	2,423	177	177
Adjusted Distributable Value	$20,597	$23,196	$1,747	$1,977
Plus: Intercompany Post-petition Loan	0	0	4	4
Plus: Intercompany Secured Claim Recovery	0	0	145	145
Plus: Intercompany Unsecured Claim Recovery	0	0	395	395
Less: Intercompany Allocation for PBGC Recovery	0	0	(176)	(176)
Less: Intercompany Administrative Claims	0	0	(64)	(64)
Adjusted Distributable Value for Allocation Percent	$20,597	$23,196	$2,051	$2,281
Comair Allocation Percent[(1)]			**10%**	**10%**

As described in the Disclosure Statement, the PBGC Settlement Agreement resolved all claims of the PBGC arising out of the distress termination of the Pilot Plan, including joint and several claims against the Comair Debtors and the other Subsidiary Debtors. The PBGC Settlement Agreement provided for a PBGC recovery comprised of the New Delta PBGC Notes and the PBGC Claim. As described in Table 3 below, a pro forma recovery was ascribed to the PBGC Claim and New Delta PBGC Note for purposes of allocating a portion of that total recovery to the Comair Debtors using the Comair Allocation Percent.

Table 3

($ in millions)

PBGC Claim	$2,200
Recovery Percentage[(2)]	70%
Pro Forma PBGC Claim Recovery	$1,545
New Delta PBGC Note	225
Total Pro Forma PBGC Recovery	$1,770
Comair Allocation Percent	10%
Comair Allocation of Pro Forma PBGC Recovery	$176

(1) Calculated by dividing Comair Debtors Adjusted Distributable Value by Consolidated Debtors Adjusted Distributable Value.

(2) Reflects the midpoint of the Delta Debtors' recovery percentage (see "Recoveries" below).

With respect to the Financial Projections, Blackstone assumed that such projections have been reasonably prepared on the basis of best currently available estimates and good faith judgments of the Debtors as to the future operating and financial performance of the Reorganized Debtors and the reorganized Comair Debtors. The valuation is based on numerous qualifications and contingencies, including but not limited to: (i) the Debtors' ability to achieve all aspects of the Financial Projections, (ii) the state of the capital and credit markets as of the Effective Date, (iii) Debtors' ability to raise and maintain sufficient capital to implement the business plans on which the Financial Projections are based, (iv) no material adverse change to the industry or in the Debtors' operations due to economic slowdowns, (v) volatility in fuel prices, (vi) the effect of exogenous events such as terrorist attacks, and (vii) the Debtors' ability to maintain and utilize net operating losses, as well as other unexpected events not forecasted by the Debtors.

In preparing these Valuation Analyses, Blackstone (i) reviewed certain internal financial and operating data of the Debtors, including projections provided by management relating to the Debtors' businesses and prospects; (ii) met with certain members of senior management of the Debtors to discuss operations, capital structure considerations, and future prospects; (iii) reviewed publicly available financial data and considered the market value of public companies that Blackstone deemed generally comparable to the operating businesses of the Debtors; (iv) considered certain economic and industry information relevant to the Debtors' operating businesses; and (v) conducted such other studies, analyses, inquiries and investigations as Blackstone deemed appropriate.

VALUATION METHODOLOGY

The following is a brief summary of the financial analyses performed by Blackstone to arrive at these Valuation Analyses. Blackstone relied primarily on the comparable company analysis ("Comparable Company Analysis") and the discounted cash flow analysis ("Discounted Cash Flow Analysis"), which were weighted 40% and 60%, respectively, in the calculation of Adjusted Enterprise Value for each of the Valuation Analyses. The rationale for weighting the Discounted Cash Flow Analysis more as compared to the Comparable Company Analysis is that the Discounted Cash Flow Analysis captures the forecasted improvement in operating cash flow and EBITDAR[1] beyond 2007, which is not captured in the Comparable Company Analysis.

Blackstone completed the financial analyses described below, and reviewed the assumptions with the management of the Debtors on which such analyses were based and other factors, including the Financial Projections. Blackstone's estimated valuation must be considered as a whole and selecting just one methodology or portions of the analysis, without considering the analysis as a whole, could create a misleading or incomplete conclusion.

Comparable Company Analysis

A Comparable Company Analysis estimates the value of a company based on a comparison of such company's financial statistics with the financial statistics of other public companies that

(1) Earnings before interest, taxes, depreciation, amortization, and aircraft rent adjusted to exclude Chapter 11 professional fees.

are similar to the particular company being analyzed. Criteria for selecting comparable companies for this analysis include, among other relevant characteristics, similar lines of businesses, business risks, growth prospects, maturity of businesses, market presence, size, and scale of operations. The analysis establishes benchmarks for valuation by deriving financial multiples and ratios for the comparable companies, standardized using common variables such as revenue or EBITDAR.

In performing the Comparable Public Company Analysis for the Consolidated Valuation, the publicly traded companies ("Consolidated Peer Group") deemed generally comparable include: AMR Corp., Continental Airlines, Inc., UAL Corp., and US Airways Group, Inc. Blackstone deemed revenue and EBITDAR multiples most relevant for analyzing the Consolidated Peer Group. Blackstone determined the appropriate multiple ranges to be 0.93x – 1.02x times 2007 estimated revenue of $18,515 million and 5.50x – 6.25x times 2007 estimated EBITDAR of $2,900 million. In performing the Comparable Public Company Analysis for the Comair Valuation, the publicly traded companies ("Comair Peer Group") deemed generally comparable include: ExpressJet Holdings, Inc., Mesa Air Group, Inc., Pinnacle Airlines, Corp., Republic Airways Holdings Inc. and SkyWest, Inc. Blackstone deemed EBITDAR multiples most relevant for analyzing the Comair Peer Group. Blackstone determined the appropriate multiple range to be 5.25x – 6.00x times 2007 estimated EBITDAR of $251 million.

Discounted Cash Flow Analysis

The discounted cash flow ("DCF") valuation methodology relates the value of an asset or business to the present value of expected future cash flows to be generated by that asset or business. The DCF methodology discounts the expected future cash flows by a theoretical or observed discount rate determined by estimating the average cost of debt and equity for the subject company based upon financial analyses of similar publicly traded companies. This approach has two components: (i) the present value of the projected un-levered after-tax free cash flows for a determined period; and, (ii) the present value of the terminal value of cash flows. The terminal value represents Consolidated Adjusted Enterprise Value beyond the time horizon of the projections.

The DCF calculations were performed based on un-levered after-tax free cash flows for the period beginning May 1, 2007 through December 31, 2010 ("Projection Period") discounted to an Effective Date of April 30, 2007. Blackstone utilized management's Financial Projections for performing these calculations.

In performing these calculations, Blackstone made assumptions for (i) the weighted average cost of capital (the "Discount Rate"), which is used to calculate the present value of future cash flows and (ii) the terminal EBITDAR multiple, which is used to determine the value of the applicable Debtors represented by the time period beyond the Projection Period. Blackstone used a range of Discount Rates from 12% to 14% for both the consolidated Reorganized Debtors and the reorganized Comair Debtors, which reflects a number of company and market-specific factors, as well as the cost of capital for companies that Blackstone deemed comparable. Blackstone used a terminal EBITDAR multiple of 5.50x – 6.25x for the consolidated Reorganized Debtors and 5.25x – 6.00x for the Comair Debtors, multiple ranges consistent with the ranges used in the Comparable Company Analysis.

NET OPERATING LOSSES

Blackstone also separately calculated the value of Debtors' net operating losses (the "NOLs") that can be used to reduce future taxes paid by the Reorganized Debtors. The value of the NOLs is based on the estimated usage benefit in the Projection Period and is discounted at the cost of equity, estimated to be 17% to 22%. Blackstone added an amount of $1,600 million to $1,700 million to the DCF analysis for the Consolidated Valuation. The amount represents the tax usage benefits between 2007 and 2010 at the consolidated Reorganized Debtors. Blackstone added an amount of $80 million to $100 million representing the tax usage benefits at the Comair Debtors to both the Comparable Company Analysis and DCF Analysis for the Comair Valuation[11)]. The consolidated net operating loss carryforwards were allocated to the Comair Debtors by applying the tax regulations that would apply if the Comair Debtors were to leave the consolidated group. These regulations generally allocate losses to a member of the group based on its proportionate contribution to the consolidated net operating loss for the taxable year.

RECOVERIES

As described above, Blackstone estimates the Consolidated Equity Value to be $9,400 million to $12,000 million, the pro forma Delta Equity Value to be $8,800 million to $11,100 million and the pro forma Comair Equity Value to be $610 million to $840 million. The midpoints of the Delta Debtors' and Comair Debtors' equity valuation ranges are approximately $10,000 million and $730 million, respectively. Recoveries for Creditors at each debtor group were calculated as follows.

Based on the Consolidated Equity Value estimate and an estimated pool of Unsecured Claims for the Reorganized Debtors of $15,000 million, Blackstone estimates the hypothetical recovery to the Consolidated Debtors' unsecured Creditors to be 63% to 80%. Based on the Delta Equity Value estimate and an estimated pool of third party Unsecured Claims for the Delta Debtors of $14,200 million, Blackstone estimates the recovery to the Delta Debtors' third party unsecured Creditors to be 62% to 78% with the mid-point being 70%. Based on the Comair Equity Value estimate and an estimated pool of third party Unsecured Claims for the Comair Debtors of $800 million, Blackstone estimates the recovery to the Comair Debtors' third party unsecured Creditors to be 76% to 100% with the mid-point being 91%[2].

Under the Plan, recoveries to Comair Debtors' third party unsecured Creditors will be in New Delta Common Stock. These Valuation Analyses will serve as the basis for allocation of Plan Shares into the Delta Allocation and the Comair Allocation based on the mid-point of the equity valuation range for the Delta Debtors relative to the mid-point of the equity valuation range for the Comair Debtors. As described in the Disclosure Statement, the Delta Allocation shall be reduced by the number of shares of New Delta Common Stock that will be issuable under the Compensation Programs at or contemporaneously with the Effective Date, not

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1 Different methodologies were used for the Comair Valuation versus the Consolidated Valuation due to the assumption that the multiples used in the Comparable Company Analysis and in the calculation of the terminal value in the DCF Analysis in the Consolidated Valuation take into account the presence of NOLs in the Consolidated Peer Group.

2 In calculating the mid-point, full credit has been given to the high-end of the Comair Debtors' equity valuation range of $840M.

subject to vesting or other restrictions, to derive the Delta Unsecured Allocation. The Comair Allocation, however will not be subject to such a reduction in deriving the Comair Unsecured Allocation (which will thus be the same as the Comair Allocation).

The projected recovery ranges listed above are estimates that are derived from the Financial Projections and other assumptions, including an estimated $14,200 million of Unsecured Claims against the Delta Debtors and an estimated $800 million of Unsecured Claims against the Comair Debtors. The projected recoveries are based, in part, on the Debtors' current expectations regarding lease rejections and claims arising therefrom and are consistent with the assumptions in the business plans underlying the Financial Projections in Appendix D. The projected recoveries for unsecured Creditors of the Delta Debtors do not take into account shares of New Delta Common Stock to be issued under the Compensation Programs that are to be deducted in calculation of the Delta Unsecured Allocation; the deduction of such shares will cause the projected recoveries to be lower than those specified. The actual recoveries may be different than projected recoveries based upon, among other things: (x) the market price of shares of New Delta Common Stock, (y) the dilutive or accretive effects of issuance of shares of New Delta Common Stock by Reorganized Delta from time to time (including the dilutive effect of future issuances under the Compensation Programs) and (z) the actual amount of Allowed Claims against each of Delta Debtors and Comair Debtors as the Debtors' Claims objection and reconciliation process continues.

ADDITIONAL VALUATION CONSIDERATIONS

Blackstone considered valuation analyses based upon precedent or comparable transactions, which estimate value by examining public merger and acquisition transactions that involve companies similar to the Reorganized Debtors and Comair Debtors. However, due to airline industry dynamics in recent years and the idiosyncratic complexities of recent precedent transactions in this industry, Blackstone concluded precedent transaction analysis was not applicable in these Valuation Analyses.

The Valuation Analyses assume the decision of Delta and the Creditors' Committee, as is indicated elsewhere in the Disclosure Statement, to not conduct the rights offering contemplated by the New Equity Investment Rights Offering Term Sheet. Accordingly, these Valuation Analyses do not take into account any potential financial effects of any such rights offering or any other equity capital or debt financing transactions that the Debtors, in their sole discretion, may decide to carry out after the Effective Date.

THE SUMMARY SET FORTH ABOVE DOES NOT PURPORT TO BE A COMPLETE DESCRIPTION OF THE ANALYSES PERFORMED BY BLACKSTONE. THE PREPARATION OF A VALUATION ESTIMATE INVOLVES VARIOUS DETERMINATIONS AS TO THE MOST APPROPRIATE AND RELEVANT METHODS OF FINANCIAL ANALYSIS AND THE APPLICATION OF THESE METHODS IN THE PARTICULAR CIRCUMSTANCES, ALL OF WHICH ARE NOT ABLE TO BE DESCRIBED IN A SUMMARY DESCRIPTION. IN PERFORMING ITS ANALYSES, BLACKSTONE MADE NUMEROUS ASSUMPTIONS WITH RESPECT TO INDUSTRY PERFORMANCE, BUSINESS AND ECONOMIC CONDITIONS AND OTHER MATTERS. THE ANALYSES PERFORMED BY BLACKSTONE ARE NOT NECESSARILY

INDICATIVE OF ACTUAL VALUES OR FUTURE RESULTS, WHICH MAY BE SIGNIFICANTLY MORE OR LESS FAVORABLE THAN SUGGESTED BY SUCH ANALYSES.

In addition, Blackstone did not independently verify management's Financial Projections in connection with the estimates of Adjusted Enterprise Value and estimated equity value for the Debtors contained herein, and no independent valuations or appraisals of the Debtors were sought or were obtained in connection herewith. Valuation estimates were developed solely for the analysis of implied relative recoveries to Creditors under the Plan. Such estimates reflect computations of the estimated Consolidated Valuation, Delta Valuation and Comair Valuation through the application of various valuation techniques and do not purport to reflect or constitute appraisals, liquidation values or estimates of the actual market value that may be realized through the sale of any securities to be issued pursuant to the Plan, which may be significantly different than the amounts set forth herein.

The value of an operating business is subject to numerous uncertainties and contingencies which are difficult to predict and will fluctuate with changes in factors affecting the financial condition and prospects of such a business. As a result, the estimated valuations set forth herein are not necessarily indicative of actual outcomes, which may be significantly more or less favorable than those set forth herein. Because such estimates are inherently subject to uncertainties, neither the Debtors, Blackstone, nor any other person assumes responsibility for their accuracy. In addition, the valuation of newly issued securities is subject to additional uncertainties and contingencies, all of which are difficult to predict. Actual market prices of such securities at issuance will depend upon, among other things, prevailing interest rates, conditions in the financial markets, the anticipated holding period of securities received by pre-petition Creditors, some of whom may prefer to liquidate their investment rather than hold it on a long-term basis, and other factors which generally influence the prices of securities.

Blackstone's valuation represents a hypothetical value that reflects the estimated intrinsic value of the Debtors derived through the application of various valuation techniques. Such analyses does not purport to represent valuation levels which would be achieved in, or assigned by, the public or private markets for debt and equity securities. Estimates of value do not purport to be appraisals or necessarily reflect the values which may be realized if assets are sold as a going concern, in liquidation, or otherwise.

These Valuation Analyses were developed solely for purposes of the formulation and negotiation of the Plan and to enable the holders of Claims and Interests entitled to vote under the Plan to make an informed judgment about the Plan and should not be used or relied upon for any other purpose, including the purchase or sale of securities of, or Claims or Interests in, the Debtors or any of their Affiliates.

EVENTS AND CIRCUMSTANCES OCCURRING SUBSEQUENT TO THE DATE ON WHICH THESE VALUATION ANALYSES WERE PREPARED MAY BE DIFFERENT FROM THOSE ASSUMED, OR, ALTERNATIVELY, MAY HAVE BEEN UNANTICIPATED, AND THUS THE OCCURRENCE OF THESE EVENTS MAY AFFECT THESE ANALYSES IN A MATERIALLY ADVERSE OR MATERIALLY BENEFICIAL MANNER. BLACKSTONE, THE DEBTORS AND REORGANIZED DEBTORS DO NOT

INTEND AND DO NOT UNDERTAKE ANY OBLIGATION TO UPDATE OR OTHERWISE REVISE THE VALUATION ANALYSES TO REFLECT EVENTS OR CIRCUMSTANCES EXISTING OR ARISING AFTER THESE ARE INITIALLY FILED OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS. THEREFORE, THE VALUATION ANALYSES MAY NOT BE RELIED UPON AS A GUARANTEE OR OTHER ASSURANCE OF THE ACTUAL RESULTS THAT WILL OCCUR. IN DECIDING WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN, HOLDERS OF CLAIMS OR INTERESTS MUST MAKE THEIR OWN DETERMINATIONS AS TO THE REASONABLENESS OF SUCH ASSUMPTIONS AND THE RELIABILITY OF THE VALUATION ANALYSES.